US BANCORP \DE\ Form 8-K September 11, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: September 11, 2014

(Date of earliest event reported)

U.S. BANCORP

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-6880 (Commission file number)

41-0255900

(IRS Employer Identification No.)

800 Nicollet Mall Minneapolis, Minnesota 55402

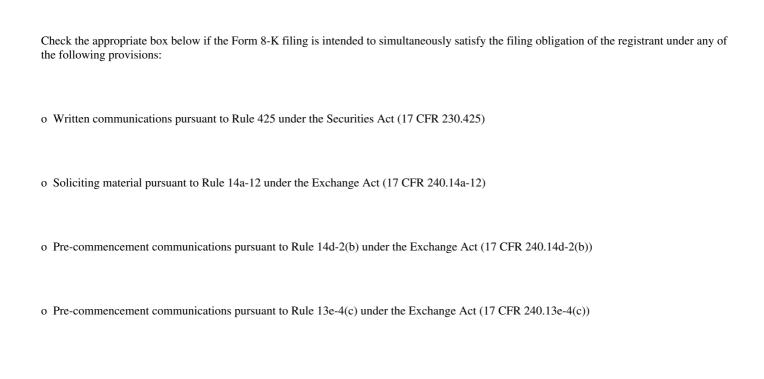
(Address of principal executive offices, including zip code)

(651) 466-3000

(Registrant s telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)



Item 8.01 Other Events.

On September 11, 2014, U.S. Bancorp issued \$1,000,000,000 aggregate principal amount of its 3.60% Medium-Term Notes, Series W (Subordinated) due September 11, 2024 (the Notes). The Notes were registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-3 (File No. 333-195373) filed by U.S. Bancorp with the Securities and Exchange Commission. In connection with this issuance, the legal opinion as to the legality of the Notes is being filed as Exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.
- 5.1 Opinion and consent of Squire Patton Boggs (US) LLP
- 23.1 Consent of Squire Patton Boggs (US) LLP (included in Exhibit 5.1)

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

U.S. BANCORP

By: /s/ James L. Chosy

James L. Chosy

Executive Vice President, General Counsel and

Corporate Secretary

Date: September 11, 2014

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